

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
PURDUE PHARMA L.P., <i>et al.</i> ,	:	Case No. 19-23649 (RDD)
Debtors. ¹	:	(Jointly Administered)

**FIRST JOINT INTERIM FEE APPLICATION OF KPMG LLP
AS TAX CONSULTANT TO THE DEBTORS AND THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM DECEMBER 23, 2019 THROUGH JANUARY 31, 2020**

Name of Applicant:	KPMG LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	February 24, 2020 <i>Nunc Pro Tunc</i> to December 23, 2019
Period for which Compensation and Expense Reimbursement is sought:	December 23, 2019 through January 31, 2020
Amount of Compensation sought as actual, reasonable and necessary:	\$ 580,539.30
Amount of Expense reimbursement sought as actual, reasonable and necessary:	\$ 614.93

This is a _____ Monthly X Interim _____ Final Application

The Application does not request compensation at this time for services rendered in preparing this First Interim Fee Application. The Applicant intends to seek such compensation at a later date.

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Prior Fee Applications Filed:

Period Covered:	Monthly Fee Application Totals:		Total Monthly Amount Requested:		Total Holdback fees Requested: (@20%)
	Fees (@100%)	Expenses (@100%)	Fees (@80%)	Expenses (@100%)	
12/23/2019 – 1/ 31/2020 Docket # 893 / Filed: 3/3/2020 (First Monthly)*	\$580,539.30	\$614.93	\$465,046.37	\$614.93	\$116,107.86
Totals:	\$580,539.30	\$614.93	\$465,046.37	\$614.93	\$116,107.86

*The deadline to file objections to KPMG's first monthly fee application is March 17, 2020.

ATTACHMENT A TO FEE APPLICATION

Professional Person	Position & Department	Total Hours Billed	Hourly Billing Rate	Total Compensation
Andy Farinich	Senior Associate - International Tax	65.4	\$ 534	\$ 34,923.60
Anja Poesl	Senior Manager - German Intl Tax	5.8	\$ 750	\$ 4,350.00
Arik Eytan	Partner - Tax	1.8	\$ 555	\$ 999.00
Aroen Rambhadjan	Partner - Tax	1.8	\$ 985	\$ 1,773.00
Arpit Desai	Senior Manager - Tax	4.0	\$ 750	\$ 3,000.00
Arpit Kakar	Senior Associate - Tax	2.8	\$ 640	\$ 1,792.00
Ashley Armfield	Senior Associate - M&A Tax	138.2	\$ 534	\$ 73,798.80
Carlotta Bertu	Senior Associate - Tax	0.6	\$ 640	\$ 384.00
Casey Nunez	Senior Manager - M&A Tax	32.7	\$ 744	\$ 24,328.80
Christian Schmid	Partner - Int'l Tax	5.5	\$ 985	\$ 5,417.50
Christin Witt	Manager - German Intl' Tax	0.4	\$ 650	\$ 260.00
Danielle Moloughney	Associate - Tax	1.6	\$ 172	\$ 275.20
Dawn Krishnamurthy	Manager - M&A Tax	150.7	\$ 695	\$ 104,736.50
Devon Rowles	Associate - M&A Tax	125.0	\$ 350	\$ 43,750.00
Dong-Ju Shin	Senior Manager - Global Tax	0.5	\$ 750	\$ 375.00
Douglas Holland	Principal - Washington National Tax	1.1	\$ 985	\$ 1,083.50
Frank Caratzola	Senior Associate - Intl' Tax	20.7	\$ 534	\$ 11,053.80
Gavin Little	Managing Director - Tax	2.3	\$ 985	\$ 2,265.50
Gregory Bell	Partner - Tax	1.5	\$ 743	\$ 1,114.50
Howard Steinberg	Partner - M&A Tax	27.4	\$ 856	\$ 23,454.40
Isaac Hirsch	Managing Director - Int'l Tax	79.1	\$ 819	\$ 64,782.90
Jess Commisso	Associate - M&A Tax	170.1	\$ 350	\$ 59,535.00
Jonas Lau	Senior Manager - Tax	5.5	\$ 614	\$ 3,377.00
Karen Erickson	Senior Manager - Tax	5.6	\$ 690	\$ 3,864.00
Karl Tong	Manager - Tax	0.3	\$ 594	\$ 178.20
Kees Van Meel	Principal - Int'l Tax	0.5	\$ 757	\$ 378.50
Kyung-Min Kim	Senior Manager - Tax	1.0	\$ 750	\$ 750.00
Lorenzo Bellavite	Partner - Tax	0.5	\$ 985	\$ 492.50
Lukas van der Veen	Manager - Tax	7.2	\$ 730	\$ 5,256.00
Madeleine Latham	Associate - Tax	4.4	\$ 380	\$ 1,672.00
Maggie Scully	Associate - M&A Tax	3.1	\$ 350	\$ 1,085.00
Mark Hoffenberg	Principal - Washington National Tax	6.3	\$ 980	\$ 6,174.00
Michael Land	Senior Associate - M&A Tax	111.7	\$ 534	\$ 59,647.80
Monica Plangman	Associate Director - Bankruptcy	3.6	\$ 264	\$ 950.40
Naman Gupta	Senior Associate - Tax	3.1	\$ 640	\$ 1,984.00
Nick Morgan	Associate - M&A Tax	12.9	\$ 350	\$ 4,515.00

ATTACHMENT A TO FEE APPLICATION, continued

Professional Person	Position & Department	Total Hours Billed	Hourly Billing Rate	Total Compensation
Nidhi Jain	Senior Associate - Tax	3.5	\$ 640	\$ 2,240.00
Oron Zeevi	Senior Manager - Tax	5.5	\$ 450	\$ 2,475.00
Paul Kunkel	Senior Manager - Washington National Tax	1.4	\$ 744	\$ 1,041.60
Pete DiMatteo	Manager - Int'l Tax	93.4	\$ 650	\$ 60,710.00
Philipp Reer	Partner - German Intl Tax	4.5	\$ 765	\$ 3,442.50
Renay Gosen	Associate - M&A Tax	3.2	\$ 350	\$ 1,120.00
Sam Tyler	Partner - Tax	3.2	\$ 743	\$ 2,377.60
Sonia Stricker	Associate - Tax	28.3	\$ 380	\$ 10,754.00
Thomas Giordano	Associate - Int'l Tax	148.3	\$ 350	\$ 51,905.00
Thomas Heubach	Senior Manager - Tax	23.5	\$ 750	\$ 17,625.00
Tracy Stone	Principal - Washington National Tax	1.3	\$ 906	\$ 1,177.80
Wendy Shaffer	Manager - Bankruptcy	33.7	\$ 202	\$ 6,807.40
Less 50% Rate Reduction related to Non-Working Travel Time				\$ (2,457.00)
Subtotal of Hours and Discounted Fees		1,354.5		\$ 712,996.30
Less KPMG Voluntary Reduction (Exhibit C1 of 1st Monthly Fee Statement)				\$ (130,000.00)
Less KPMG Voluntary Reduction (Exhibit C2 of 1st Monthly Fee Statement)				\$ (2,457.00) ⁽¹⁾
Total Discounted Fees				\$ 580,539.30
Out of Pocket Expenses				\$ 614.93 ⁽²⁾
Net Requested Fees and Out of Pocket Expenses				\$ 581,154.23
Blended Rate		\$ 428.60		

⁽¹⁾ KPMG is taking a voluntary reduction of non-working travel time.

⁽²⁾ See Exhibit D and D1 for an explanation of the expenses and the voluntary reduction.

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours Billed	Total Fees Requested
Bankruptcy Tax Consulting Services	1,311.1	\$ 572,712.00
Non -Working Travel Time	6.0	\$ -
Retention Services	3.6	\$ 950.40
Fee Application Prepration Services	33.8	\$ 6,876.90
	1,354.5	\$ 580,539.30

EXPENSE SUMMARY

Service Description	Amount
Airfare	\$ 170.28
Lodging	\$ 335.95
Meals	\$ 148.68
Ground Transportation	\$ 334.13
Miscellaneous	\$ -
Expense Subtotal	\$ 989.04
Less KPMG Voluntary Reduction	\$ (374.11)
Total	\$ 614.93

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In re:	:	Chapter 11
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Debtors.	:	(Jointly Administered)

**INDEX OF FIRST JOINT INTERIM FEE APPLICATION OF KPMG LLP
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EXHIBIT 1	Copy of KPMG First Monthly Fee Application
EXHIBIT 2	Copy of Retention Order
EXHIBIT 3	Certification of Professional

**UNITED STATES BANKRUPTCY COURT
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In re:	:	Chapter 11
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PURDUE PHARMA L.P., <i>et al.</i> ,	:	Case No. 19-23649 (RDD)
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Debtors.	:	(Jointly Administered)
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AS TAX CONSULTANT TO THE DEBTORS AND THE OFFICIAL COMMITTEE OF
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KPMG LLP, (“KPMG”), as Tax Consultant to the above captioned Debtors and Debtors-in-possession (the “Debtors”) and the Official Committee of Unsecured Creditors (the “Committee”) files this First Joint Interim Fee Application (the “Joint Application”) for Allowance of Compensation for Services Rendered and Reimbursement of Expenses pursuant to sections 328(a) and 1103 (a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the General Order M-412 (Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010), Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330 issued by the Executive Office of the United States Trustee’s Guidelines (the “Guidelines”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals dated November 21,

2019 (the “Interim Compensation Order”) [Docket No. 529]. By this First Joint Interim Application, KPMG seeks the allowance of compensation for professional services performed and actual and necessary expenses incurred by KPMG for the period from December 23, 2019 through January 31, 2020 (the “Compensation Period”), in the amount of \$581,154.23 (the “Compensation Amount”), and respectfully represents:

Background

1. On September 15, 2019 and September 16, 2019, the (the “Petition Dates”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On September 18, 2019, the Court entered an order directing the joint administration and procedural consolidation of the chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 59].

2. On September 26, 2019, the Office of the United States Trustee (the “US Trustee”) appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 131]. No request for the appointment of a trustee or fee examiner has been made in these chapter 11 cases.

Jurisdiction and Venue

3. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue in this Court is proper under 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are section 330, and 331 and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules 2014 and 2016, and Rules 2014-1 and 2016-1 of the Local Rules for the Southern District of New York (“the Local Rules”).

Relief Requested

5. By this Court's Order, dated February 24, 2020, (the "Retention Order"), [Docket No. 867] the Debtors and the Committee were authorized to retain KPMG as tax consultants *nunc pro tunc* to December 23, 2019. The Retention Order authorized the Debtors and the Committee to compensate KPMG in accordance with the procedures set forth in section 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the Retention Order and any order of this Court establishing procedures for compensation and reimbursement of expenses for retained professionals.

Summary of Joint Application

6. During the Compensation Period, KPMG performed the services for which it is seeking compensation on behalf of or for the Debtors and the Committee. By this Joint Application, KPMG requests interim allowance of and approval of compensation of professional fees totaling \$580,539.30 and reimbursement of necessary and actual out-of-pocket expenses in the amount of \$614.93.

Summary of Services During the Compensation Period

7. This Joint Application is KPMG's first interim application for compensation and expense reimbursement filed in these chapter 11 cases as referenced in Attachment A. During the Compensation Period, KPMG provided professional services to the Debtors and the Committee in their efforts to navigate their business through the chapter 11 process.

8. Set forth below is a summary of the significant professional services that KPMG rendered to the Debtors and the Committee during the Compensation Period:

Tax Consulting Services

- a. Tax analysis and proposal of structuring alternatives with respect to any disposition of the assets of the Debtors, their affiliates, and any IACs pursuant to any plan proposed in the Chapter 11 Cases;

- b. Quantitative analysis, including preparation and/or review of cash tax models, regarding the projection of cash taxes arising from operations, dispositions, reorganization, and repatriation of funds held by the Debtors and IACs;
- c. Diligence regarding the historical tax positions and tax attributes of the Debtors and the IACs; diligence during this Interim period was very limited and consisted of analyzing tax returns and financial statements provided in the data room for any insight into the historical tax positions and tax attributes of the IACs; and
- d. Analysis of the tax implications of any payments made by the Debtors to settle claims.

Retention Services

- a. Services included preparation and revisions of retention documents;
- b. Discussions and fact finding with professionals performing services, KPMG Office of General Counsel and outside bankruptcy counsel; and
- c. Communications with Debtors' and Committee's counsel.

Fee Application Preparation Services

- a. The billing procedures required by the Local Rules and the Interim Compensation Order entered in these cases is different from KPMG's normal billing procedures and as such, have required additional effort to inform the timekeepers of their responsibilities, compile detailed time entries, prepare detailed and summary schedules of fees incurred, and draft the narrative and schedules included in this Application.
9. During the Compensation Period, KPMG billed the Debtors and the Committee for time expended by professionals based on hourly rates ranging from \$172 to \$985 per hour. The rates reflected in this Joint Application represent a discount of up to 38% from KPMG's standard rates. Of the aggregate time expended, 55.4 hours were expended by partners and principals, 85.0 hours were expended by managing directors and associate directors, 371.2 hours were expended by senior managers and managers, 842.9 were expended by senior associates and associates. KPMG's blended hourly rate provided during the Compensation Period is \$428.60.
10. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional

employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” Id. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded...the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

11. In addition to Attachment A, a copy of KPMG’s first monthly fee application filed with the Court is annexed hereto as Exhibit 1. KPMG maintains contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with these chapter 11 cases and such records are maintained in the ordinary course of business.

12. KPMG charges its fees in these cases in accordance with the terms set forth in the retention application and the corresponding Steinberg declaration. The fees applied for herein are based on the usual and customary fees KPMG charges to tax clients and are commensurate with the usual and customary rates charged for services performed.

13. KPMG respectfully submits that the amounts applied for herein for professional services rendered on behalf of the Debtors and the Committee in these cases to date are fair and reasonable given: (a) the time expended; (b) the nature and extent of the services performed at the time at which such services were rendered; (c) the value of such services; and (d) the costs of comparable services other than in these chapter 11 cases.

14. The time and labor expended by KPMG during the Compensation Period has been commensurate with the size and complexity of these cases. In rendering these services, KPMG has made every effort to maximize the benefit to the Debtors' and the Committee to work efficiently with the other professionals employed in these cases, and to leverage staff appropriately in order to minimize duplication of effort.

15. Except as provided in section 504(b) of the Bankruptcy Code, KPMG has not shared, or agreed to share, any compensation received as a result of these cases with any person, firm or entity. Except as set forth in the Retention Order, no promises concerning compensation have been made to KPMG by any firm, person or entity.

Summary of Actual and Necessary Expenses During the Compensation Period

16. As set forth in Exhibits D and D1 of KPMG's first monthly fee application, KPMG seeks reimbursement of actual and necessary expenses incurred by KPMG during the Compensation Period in the aggregate amount of \$614.93. These expenses are reasonable and necessary in light of the size and complexity of the Debtors' cases.

Reservation

17. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Joint Application, KPMG reserves the right to request additional compensation for such services

and reimbursement of such expenses in a future application. Furthermore, KPMG reserves the right to seek interim approval of the fees and expenses requested herein.

Conclusion

17. WHEREFORE, subject to the terms of the Interim Compensation Order, KPMG respectfully requests (a) approving and allowing, on an interim basis, compensation in the amount of \$580,539.30 for professional services performed on behalf of the Debtors and the Committee during the Compensation Period of December 23, 2019 through January 31, 2020 and reimbursement of \$614.93 for actual and necessary expenses incurred during the Compensation Period; (b) authorizing and directing the Debtors and the Committee to pay KPMG an amount equal to the sum of such allowed compensation and reimbursement; and (c) granting such other further relief as the Court deems just and proper.

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Dated: March 12, 2020

Respectfully submitted:

/s/ Howard Steinberg

Howard Steinberg
Partner, KPMG LLP
1350 Avenue of the Americas
New York, New York 10019